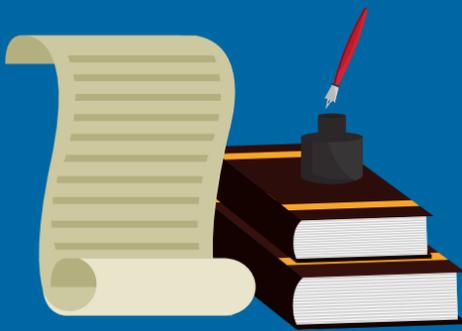


# ASBA Governance Facts

AND HOW ASBA IS DIFFERENT FROM SCHOOL AUTHORITIES

Fact Sheet Five

## Meetings

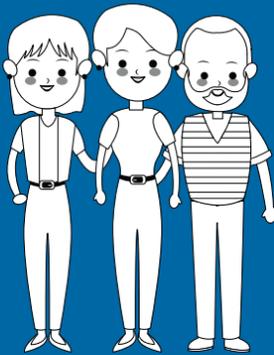


### 1. SCHOOL BOARDS ARE GOVERNED BY THE SCHOOL ACT AND FOIP.

The obligation under the School Act and the FOIP Regulation that school boards hold open meetings is consistent with the principles of openness and transparency of board operations, allowing the voters who have elected the board to evaluate the board's performance.

### 2. BYLAW 9 "BOARD OF DIRECTORS' MEETINGS"

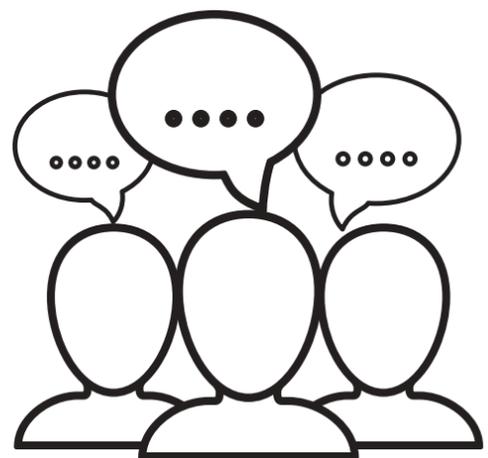
Bylaw 9 contains the following: " 9.4 meetings of the Board of Directors are open to Full Members of the Association unless a majority of voting members of the Board of Directors elect to hold part of the meeting in camera." Therefore, meetings of the Board of Directors of ASBA are open to all full members of the association, but are not open to the general public.



- This is consistent with expectations of other non-profit organizations and the general principle that those who are members of the organization, have an entitlement to information regarding the governance and operation of the organization.
- Those who are not members, do not have the same entitlement.

### 3. WHAT CAN DIRECTORS SHARE ABOUT ASBA BOARD OF DIRECTORS MEETINGS?

With the exception of in camera portions or information deemed matters of confidence by motion of the ASBA Board of Directors, individual Directors can share with the board of trustees of their school district/division issues discussed at ASBA meetings.



### 4. IN CAMERA

To go in camera in an ASBA Board of Directors meeting, a majority of the voting members of the Board of Directors must elect to do so.



Unlike school boards, who are constrained by the requirements of the School Act and the FOIP Regulation regarding when board meetings may be held in camera, there are no similar constraints within either the ASBA Act or bylaws. Therefore, it is at the discretion of the ASBA Board of Directors to determine when it is appropriate to go in camera as a best practice.

That being said, given that ASBA is still governed by the requirements of PIPA not to disclose personal information without consent, the ASBA Board of Directors should consider that obligation when deciding to go in camera.

## 5. WHAT CAN DIRECTORS SHARE ABOUT IN CAMERA MEETINGS?

The short answer is nothing.

Outside of the in camera meetings, Directors should not share the nature of the discussion, the content of the deliberation nor any other matter related to the in camera meeting with anyone, including the board of the trustees of their district or division. The only exception is if the Board of Directors specifically authorizes disclosure.

Directors swear an oath stating that they will not disclose in camera or confidential information.

Therefore, to do so could be a breach of fiduciary duty and of the Directors' Code of Conduct.

